

***THE***  
***GREENBRIER***  
***COMPANIES***

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 684 7553

April 20, 1999

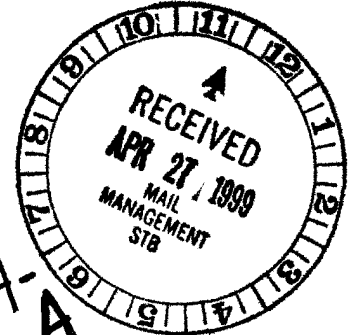
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

RECORDATION NO.

21134-A  
FILED

APR 26 '99

11-15AM



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are three (3) originals and two (2) photocopies of an Amendment Dated February 15, 1999 to Memorandum of Lease Agreement for Schedule No. 1 dated as of September 8, 1997, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement for Schedule No. 1 dated as of September 8, 1997 which was duly filed and recorded on January 5, 1998 and assigned Recordation Number 21134.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: Southwestern Electric Power Company  
5552 Perkins Road  
Alliance, NE 69301

A description of the railroad equipment covered by the enclosed document is:

One hundred twenty-nine (129) 4,000 cubic foot rotary gondola cars  
marked and numbered as per the attached Equipment List.

Mr. Vernon A. Williams

April 20, 1999

Page 2

Also enclosed is a payment of \$26 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Amendment Dated February 15, 1999 to Memorandum of Lease Agreement for Schedule No. 1 dated as of September 8, 1997 between Greenbrier Leasing Corporation. Lessor, and Southwestern Electric Power Company covering one hundred twenty-nine (129) 4,000 cubic foot rotary gondola cars marked and numbered as per the attached Equipment List.

Sincerely,



Janet E. Johnston  
Assistant to the  
Executive Vice President

jej  
Enclosure

cc: Robert W. Alvord, Esq.

## EQUIPMENT LIST

CAR MARK	CAR NUMBER
GBRX	91000
GBRX	91001
GBRX	91002
GBRX	91003
GBRX	91004
GBRX	91005
GBRX	91006
GBRX	91007
GBRX	91008
GBRX	91009
GBRX	91010
GBRX	91011
GBRX	91012
GBRX	91013
GBRX	91014
GBRX	91015
GBRX	91016
GBRX	91017
GBRX	91018
GBRX	91019
GBRX	91020
GBRX	91021
GBRX	91022
GBRX	91023
GBRX	91024
GBRX	91025
GBRX	91026
GBRX	91027
GBRX	91028
GBRX	91029
GBRX	91030
GBRX	91031
GBRX	91032
GBRX	91033
GBRX	91034
GBRX	91035
GBRX	91036
GBRX	91037
GBRX	91038
GBRX	91039
GBRX	91040
GBRX	91041
GBRX	91042
GBRX	91043
GBRX	91044
GBRX	91045
GBRX	91046
GBRX	91047
GBRX	91048
GBRX	91049

## EQUIPMENT LIST

CAR MARK	CAR NUMBER
GBRX	91050
GBRX	91051
GBRX	91052
GBRX	91053
GBRX	91054
GBRX	91055
GBRX	91056
GBRX	91057
GBRX	91058
GBRX	91059
GBRX	91060
GBRX	91061
GBRX	91062
GBRX	91063
GBRX	91064
GBRX	91065
GBRX	91066
GBRX	91067
GBRX	91068
GBRX	91069
GBRX	91070
GBRX	91071
GBRX	91072
GBRX	91073
GBRX	91074
GBRX	91075
GBRX	91076
GBRX	91077
GBRX	91078
GBRX	91079
GBRX	91080
GBRX	91081
GBRX	91082
GBRX	91083
GBRX	91084
GBRX	91085
GBRX	91086
GBRX	91087
GBRX	91088
GBRX	91089
GBRX	91090
GBRX	91091
GBRX	91092
GBRX	91093
GBRX	91094
GBRX	91095
GBRX	91096
GBRX	91097
GBRX	91098
GBRX	91099

## EQUIPMENT LIST

CAR MARK	CAR NUMBER
GBRX	91100
GBRX	91101
GBRX	91102
GBRX	91103
GBRX	91104
GBRX	91105
GBRX	91106
GBRX	91107
GBRX	91108
GBRX	91109
GBRX	91110
GBRX	91111
GBRX	91112
GBRX	91113
GBRX	91114
GBRX	91115
GBRX	91116
GBRX	91117
GBRX	91118
GBRX	91119
GBRX	91120
GBRX	91121
GBRX	91122
GBRX	91123
GBRX	91124
GBRX	91125
GBRX	91126
GBRX	91127
GBRX	91128

RECORDATION NO.

21134-A

FILED

APR 26 '99

11-15AM

---

*AMENDMENT DATED FEBRUARY 15, 1999*

*TO MEMORANDUM OF LEASE AGREEMENT*

*BETWEEN*

*GREENBRIER LEASING CORPORATION ("LESSOR")*

*AND*

*SOUTHWESTERN ELECTRIC POWER COMPANY ("LESSEE")*

*SEPTEMBER 8, 1997*

*SCHEDULE NO. 1*

*SEPTEMBER 8, 1997*

---

Amendment dated February 15, 1999, to Memorandum of Lease Agreement and Schedule No. 1 thereto made and entered into as of September 8, 1997, by and between GREENBRIER LEASING CORPORATION, a Delaware corporation, ("Lessor") and SOUTHWESTERN ELECTRIC POWER COMPANY, a Delaware corporation ("Lessee").

W I T N E S S E T H:

NOW THEREFORE, Lessor and Lessee hereby amend the Memorandum of Lease as follows:

1. Former numbered paragraph 1 shall be replaced with the following paragraph:  
  
"Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred twenty-nine (129) 4,000 cubic foot rotary gondola cars marked and numbered as per the attached Equipment List".
2. The Equipment List attached to the original Memorandum of Lease shall be replaced with the Equipment List attached to this Amendment to Memorandum of Lease.
3. All other terms and conditions of the Memorandum of Lease not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR: GREENBRIER LEASING CORPORATION

By: Worries M. Webb

Title: Executive Vice President

LESSEE: SOUTHWESTERN ELECTRIC POWER COMPANY

By: Marguerite C. Mills

Title: Authorized Agent

RECORDATION NO. 21134-A FILED

APR 26 '99

11-15AM

COUNTY OF CLACKAMAS

On this 19<sup>th</sup> day of April, 1999, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Johnston  
NOTARY PUBLIC

My commission expires: 5/28/2002



COUNTY OF Dallas)

On this 6<sup>th</sup> day of April, 1999, before me personally appeared Marquerite C. Mills, to me personally known, who being by me duly sworn, says that ~~he~~ <sup>she</sup> is the AUTHORIZED AGENT of Southwestern Electric Power Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Bethie M. Houston  
NOTARY PUBLIC

My commission expires: 10/23/2001



## EQUIPMENT LIST

CAR MARK	CAR NUMBER
GBRX	91000
GBRX	91001
GBRX	91002
GBRX	91003
GBRX	91004
GBRX	91005
GBRX	91006
GBRX	91007
GBRX	91008
GBRX	91009
GBRX	91010
GBRX	91011
GBRX	91012
GBRX	91013
GBRX	91014
GBRX	91015
GBRX	91016
GBRX	91017
GBRX	91018
GBRX	91019
GBRX	91020
GBRX	91021
GBRX	91022
GBRX	91023
GBRX	91024
GBRX	91025
GBRX	91026
GBRX	91027
GBRX	91028
GBRX	91029
GBRX	91030
GBRX	91031
GBRX	91032
GBRX	91033
GBRX	91034
GBRX	91035
GBRX	91036
GBRX	91037
GBRX	91038
GBRX	91039
GBRX	91040
GBRX	91041
GBRX	91042
GBRX	91043
GBRX	91044
GBRX	91045
GBRX	91046
GBRX	91047
GBRX	91048
GBRX	91049

## EQUIPMENT LIST

CAR MARK	CAR NUMBER
GBRX	91050
GBRX	91051
GBRX	91052
GBRX	91053
GBRX	91054
GBRX	91055
GBRX	91056
GBRX	91057
GBRX	91058
GBRX	91059
GBRX	91060
GBRX	91061
GBRX	91062
GBRX	91063
GBRX	91064
GBRX	91065
GBRX	91066
GBRX	91067
GBRX	91068
GBRX	91069
GBRX	91070
GBRX	91071
GBRX	91072
GBRX	91073
GBRX	91074
GBRX	91075
GBRX	91076
GBRX	91077
GBRX	91078
GBRX	91079
GBRX	91080
GBRX	91081
GBRX	91082
GBRX	91083
GBRX	91084
GBRX	91085
GBRX	91086
GBRX	91087
GBRX	91088
GBRX	91089
GBRX	91090
GBRX	91091
GBRX	91092
GBRX	91093
GBRX	91094
GBRX	91095
GBRX	91096
GBRX	91097
GBRX	91098
GBRX	91099

## EQUIPMENT LIST

CAR MARK	CAR NUMBER
GBRX	91100
GBRX	91101
GBRX	91102
GBRX	91103
GBRX	91104
GBRX	91105
GBRX	91106
GBRX	91107
GBRX	91108
GBRX	91109
GBRX	91110
GBRX	91111
GBRX	91112
GBRX	91113
GBRX	91114
GBRX	91115
GBRX	91116
GBRX	91117
GBRX	91118
GBRX	91119
GBRX	91120
GBRX	91121
GBRX	91122
GBRX	91123
GBRX	91124
GBRX	91125
GBRX	91126
GBRX	91127
GBRX	91128